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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

NOV 1 8 2003

FORM D

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005

03038766

SEC USE ONLY

DATE RECEIVED

Serial

Prefix

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

UNIFORM LIMITED OFFERING EXEMPTION	PROCESSED
(	NOV 192003
Name of Offering ([] check if this is an amendment and name has changed, and indicate change.) CANALASKA VENTURES LTD.	THOMSON FINANCIAL
Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [x] Rule 506 [] Section 4(6)	[]ULOE
Type of Filing: [ x ] New Filing [ ] Amendment	
A. BASIC IDENTIFICATION DATA	ni projektora se
Enter the information requested about the issuer	MMANUA.
Name of Issuer CANALASKA VENTURES LTD. ([ ] check if this is an amendment and name has changed, and indiciate change.)	
Address of Executive Offices 2303 West 41 <sup>st</sup> Avenue	·

Address of Principal Business Operations As above

Vancouver, British Columbia V6M 2A3

Telephone: (604) 685-1870

~

Brief Description of Busin Mining and Metal Explora	
Type of Business Organiz	ation
[x] corporation	[ ] limited partnership, already formed [ ] other (please specify):
[ ] business trust	[ ] limited partnership, to be formed
Let the managers come to record or start and all critical and come and appropriate common extremely control and an extrem	Month Year
Actual or Estimated Date	of Incorporation or Organization: [05] ] [8]5] [x]Actual []Estimated
Jurisdiction of Incorporation	on or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  CN for Canada; FN for other foreign jurisdiction) [C][N]

### **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

## State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

# A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

Vancouver, BC V6M 2A3

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

10000000000000000000000000000000000000					
Check Box(es) that Apply:	[X] Promoter [	] Beneficial Owner	[X] Executive Officer	[X] Director [	General and/or Managing Partner
Full Name (Last r Barr, Harry	name first, if individu	ual)			
Business or Resid C/o CanAlaska V 2303 West 41 <sup>st</sup> A Vancouver, BC V	entures Ltd. venue	mber and Stree	t, City, State, Zip Coo	de)	equivalent de distributiv
Check Box(es) th Apply:	at [] Promoter [	] Beneficial Owner	[] Executive Officer	[x] Director []	General and/or Managing Partner
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Full Name (Last name first, if indivi Steblin, Gordon	dual)	оконский в 2004 г. — Мей Маке общений и то пода совой общений и достигности.	n de servición de la companya de la	in Province of the Communication of the Communicati
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Full Name (Last name first, if indivi Downing, Taryn	dual)	an annanan'i Maria Andre Angele and Andre An	SSSANDAS SIGNA, add author SBRONE BECCAS SIGNAS SIGNAS AND AUTHOR AUTHOR AND AUTHOR AND AUTHOR AUTHOR AND AUTHOR AND AUTHOR AUTHOR AND AUTHOR AUTHO	об от под от
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				B. INFOR	RMATION	ABOUT	OFFER	RING			
	the issu	er sold,	or doe	s the issu	uer intend	to sell, t	o non-a	ccredited	l investor	s in this	
			Ans	swer also	in Appen	dix, Colu	umn 2, if	filing ur	der ULO	Ξ.	
2. Wha	at is the	minimu	m inves	tment tha	at will be a	accepted	l from ar	ny individ	lual?		
3. Doe	s the off	ering pe	ermit joi	nt owner	ship of a s	single un	it?				
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Business or Residence Address (Number and Street, City, State, Zip Code)

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Total (for filings under Rule 504 only) .....

Answer also in Appendix, Column 4, if filing under ULOE.

\$0

0

3. If this filing is for an offering under  $\underline{\text{Rule } 504}$  or  $\underline{505}$ , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

and equipment .....

Construction or leasing of plant buildings and facilities......

Acquisition of other businesses (including the value of

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	0	\$0
Regulation A	0	\$0
Rule 504	0	\$0
Total	0	\$0
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		2500
Transfer Agent's Fees		
Printing and Engraving Costs		\$
Legal Fees	• •	\$5000
Accounting Fees		§
Engineering Fees	• •	<u> </u>
Sales Commissions (specify finders' fees separately)		§
Other Expenses (identify)		5
Total	[X]	5500 US
b. Enter the difference between the aggregate offering price given in response to C - Question 1 and total expenses furnished in response to Part C - Question 4.3 difference is the "adjusted gross proceeds to the issuer."	o Part a. This \$	
b. Enter the difference between the aggregate offering price given in response to C - Question 1 and total expenses furnished in response to Part C - Question 4.3 difference is the "adjusted gross proceeds to the issuer."	o Part a. This \$	\$124,085 US
b. Enter the difference between the aggregate offering price given in response to C - Question 1 and total expenses furnished in response to Part C - Question 4.3 difference is the "adjusted gross proceeds to the issuer."	Part a. This  ds  Paymen to Officers	ts , s, Payment To
b. Enter the difference between the aggregate offering price given in response to C - Question 1 and total expenses furnished in response to Part C - Question 4.3 difference is the "adjusted gross proceeds to the issuer."	Part a. This  ds Paymen to Officers Director	ts , s, Payment To
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securities involved in this offering that m exchange for the assets or securities of	another issuer		
pursuant to a merger)		[]\$0	[]\$0
Working capital		[]\$0	[×] \$124,085US
Other (specify):		[]\$0	[]\$0
		[]\$0	[]\$0
Column Totals		[]\$0	[]\$0
Total Payments Listed (column totals add	ded)	[x]	\$124,085 US
D. FEDER	RAL SIGNATURE		
The issuer has duly caused this notice to be s this notice is filed under Rule 505, the followin to furnish to the U.S. Securities and Exchange information furnished by the issuer to any non Rule 502.	ng signature constitutes an e Commission, upon writter	undertaking by the in request of its staff,	ssuer , the
Issuer (Print or Type)	Signature	20	Date
CANALASKA VENTURES LTD.			Nov 13/03
Name of Signer (Print or Type)	Title of Signer (F	Print or Type)	
Gordon Steblin	Chief Financial C	Officer	APPOLE PROMPTONIA TRANSPORT AND A SERVICE CONTRACTOR
AT	TENTION	vicionali ingripali alla periodi periodi in a titori di sentina titori viciona di sentina titori viciona di	,
Intentional misstatements or omissions of U.S	fact constitute federal cri S.C. 1001.)	iminal violations. (	See 18
E. STAT	E SIGNATURE	r the distribution of the	10 de Black Arthur (1881 1981)
The issuer has read this notification and know notice to be signed on its behalf by the unders			this
Issuer (Print or Type)	Signature		ate
CANALASKA VENTURES LTD.		Ya Aya	ov. 13/03
	Control of the Contro		a paralle and the set of the set
Name of Signer (Print or Type)	Title (Print or Type)	THE STATE OF THE S	The second of th